

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
W.R. GRACE & CO., <i>et al.</i> ,)	
)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	
)	Related Docket No(s):
)	
)	

**ORDER APPROVING AND AUTHORIZING THE RETENTION AND EMPLOYMENT
OF CHARTER OAK FINANCIAL CONSULTANTS, LLC, AS FINANCIAL ADVISOR
TO THE OFFICIAL COMMITTEE OF ASBESTOS PERSONAL INJURY
CLAIMANTS NUNC PRO TUNC TO JULY 30, 2007**

Upon the application (the “Application”) dated August 7, 2007, of the Official Committee of Asbestos Personal Injury Claimants (the “Committee”) of W.R. Grace & Co. *et al.* (the “Debtors”), to employ Charter Oak Financial Consultants, LLC (“Charter Oak”) as financial advisor to the Committee; and the Court being satisfied, based on the Application, the supporting Declaration of Elihu Inselbuch, and Certifications of Charter Oak, Bradley M. Rapp, James P. Sinclair and Robert H. Lindsay, that:

Charter Oak represents no interest adverse to the Debtors’ estates, that Charter Oak is a “disinterested person” as that term is defined under §104(14) of Title 11 of the United States Code, and that its employment is necessary and in the best interests of the estates and their creditors; and it appearing that due and proper notice of the Application has been given; and good and sufficient cause appearing therefor;

IT IS, on this _____ day of _____, 2007;

ORDERED as follows:

1. The Application is hereby granted.

2. The Committee is hereby authorized to employ Charter Oak pursuant to §§ 327(a) and 328(a) as financial advisor to the Committee in this case effective as of July 30, 2007.

3. Charter Oak shall be compensated in accordance with the procedures set forth in §§ 330 and 331 of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure, the rules of this Court, and such other procedures as have been or may be fixed by order of the Court.

Honorable Judith K. Fitzgerald
United States Bankruptcy Judge